

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP
Lisa Laukitis
Christine A. Okike
Four Times Square
New York, New York 10036-6522
Telephone: (212) 735-3000
Fax: (212) 735-2000

TOGUT, SEGAL & SEGAL LLP
Albert Togut
Neil M. Berger
Kyle J. Ortiz
One Penn Plaza
Suite 3335
New York, NY 10119
Telephone: (212) 594-5000
Fax: (212) 967-4258

– and –

Ron E. Meisler (admitted *pro hac vice*)
Christopher M. Dressel (admitted *pro hac vice*)
Jennifer Madden (admitted *pro hac vice*)
155 North Wacker Drive
Chicago, Illinois 60606-1720
Telephone: (312) 407-0700
Fax: (312) 407-0411

*Proposed Counsel to Debtors
and Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

SYNERGY PHARMACEUTICALS INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 18-14010 (JLG)

(Jointly Administered)

**NOTICE OF SECOND AMENDED² AGENDA OF MATTERS
SCHEDULED FOR HEARING ON
JANUARY 17, 2019 AT 11:00 A.M.**

Time and Date of Hearing: January 17, 2019 at 11:00 a.m. (Prevailing Eastern Time)

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective tax identification numbers, are as follows: Synergy Pharmaceuticals Inc. (5269); Synergy Advanced Pharmaceuticals, Inc. (4596). The address of the Debtors' corporate headquarters is 420 Lexington Avenue, Suite 2012, New York, New York 10170.

² For ease of reference, amended items appear in bold font.

Location of Hearing: Honorable James L. Garrity Jr., Courtroom 601, United States Bankruptcy Court, Southern District of New York, One Bowling Green, New York, NY 10004

Copies of Motions and Applications Copies of each pleading identified below can be viewed and/or obtained by: (i) accessing the Court's website at www.nysb.uscourts.gov, (ii) contacting the Office of the Clerk of the Court at United States Bankruptcy Court, Southern District of New York, One Bowling Green, New York, NY 10004, or (iii) from the Debtors' notice and claims agent, Prime Clerk, LLC, at <https://cases.primeclerk.com/Synergy> or by calling **1-855-388-4579** (toll free from the U.S. and Canada); or **1-646-795-6978** (international) or by **e-mail** at synergyinfo@primeclerk.com. Note that a PACER password is needed to access documents on the Court's website.

I. ADJOURNED MATTER

1. Debtors' Motion for Entry of an Order Approving the Implementation of the Debtors' Key Employee Incentive Plan [Docket No. 144]

Objection Deadline: January 10, 2019 at 4:00 p.m. (Prevailing Eastern Time). The Unsecured Creditors' Committee and Ad Hoc Committee of Equity Holders' objection deadline was extended, with consent of the Court, to January 14, 2019 at 2:00 p.m. (Prevailing Eastern Time).

Responses Filed: Objection of the United States Trustee to Debtors' Motion for Entry of an Order Approving the Implementation of the Debtors' Key Employee Incentive Plan [Docket No. 195]

Objection of the Ad Hoc Committee of Equity Holders to Debtors' Motion for Approval of a Key Employee Incentive Plan [Docket No. 207]

Related Documents: None

Status: **This matter has been adjourned to January 30, 2019 at 11:00 a.m. (Prevailing Eastern Time).**

II. UNCONTESTED MATTERS

1. Debtors' Motion for Entry of Interim and Final Orders Authorizing Debtors to Pay Prepetition Wages, Compensation, and Employee Benefits [Docket No. 7]

Objection Deadline: January 10, 2019 at 4:00 p.m. (Prevailing Eastern Time).

Responses Filed: None

Related Documents: Interim Order Authorizing Debtors to Pay Prepetition Wages, Compensation, and Employee Benefits [Docket No. 61]

Notice of Adjournment of Hearing on Certain First Day Motions [Docket No. 119]

Certificate of No Objection With Respect to Final Order Authorizing Debtors' to Pay Prepetition Wages, Compensation, and Employee Benefits [Docket No. 221]

Status: This matter is going forward.

2. Debtors' Motion for Entry of Interim and Final Orders Authorizing Debtors to (I) Maintain Existing Insurance Policies and Pay all Insurance Obligations Arising Thereunder and (II) Renew, Revise, Extend, Supplement, Change, or Enter Into New Insurance Policies [Docket No. 8]

Objection Deadline: January 10, 2019 at 4:00 p.m. (Prevailing Eastern Time).

Responses Filed: None

Related Documents: Notice of Hearing of Debtors' Motion for Entry of Interim and Final Orders Authorizing Debtors to (I) Maintain Existing Insurance Policies and Pay all Insurance Obligations Arising Thereunder and (II) Renew, Revise, Extend, Supplement, Change, or Enter Into New Insurance Policies [Docket No. 118]

Certificate of No Objection to Debtors' Motion for Entry of Interim and Final Orders Authorizing Debtors to (I) Maintain Existing Insurance Policies and Pay All Insurance Obligations Arising Thereunder and (II) Renew, Revise, Extend, Supplement, Change, or Enter Into New Insurance Policies [Docket No. 209]

Status: **This matter is going forward.**

3. Debtors' Motion for Entry of Interim and Final Orders Authorizing Debtors to Pay Certain Prepetition Taxes, and Related Obligations [Docket No. 9]

Objection Deadline: January 10, 2019 at 4:00 p.m. (Prevailing Eastern Time).

Responses Filed: None

Related Documents: Interim Order Authorizing Debtors to Pay Certain Prepetition Taxes, and Related Obligations [Docket No. 124]

Notice of Hearing on Final Order on Debtors' Motion for Entry of Interim and Final Orders Authorizing Debtors to Pay Certain Prepetition Taxes and Related Obligations [Docket No. 171]

Certificate of No Objection to Debtors' Motion for Entry of Interim and Final Orders Authorizing Debtors to Pay Certain Prepetition Taxes and Related Obligations [Docket No. 210]

Status: **This matter is going forward.**

4. Debtors' Motion for Entry of Interim and Final Orders (I) Approving Debtors Proposed Form of Adequate Assurance of Payment; (II) Establishing Procedures for Resolving Objections by Utility Companies; and (III) Prohibiting Utility Companies From Altering, Refusing, or Discontinuing Service [Docket No. 10]

Objection Deadline: January 10, 2019 at 4:00 p.m. (Prevailing Eastern Time).

Responses Filed: None

Related Documents: Interim Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment; (II) Establishing Procedures for Resolving Objections by Utility Companies; and (III) Prohibiting Utility Companies From Altering, Refusing, or Discontinuing Service [Docket No. 123]

Notice of Hearing on Final Order on Debtors' Motion for Entry of Interim and Final Orders (I) Approving Debtors Proposed Form of Adequate Assurance of Payment; (II) Establishing Procedures for Resolving Objections by Utility Companies; and

(III) Prohibiting Utility Companies From Altering, Refusing, or Discontinuing Service [Docket No. 173]

Certificate of No Objection to Debtors' Motion for Entry of Interim and Final Orders (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment; (II) Establishing Procedures for Resolving Objections by Utility Companies; and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service [Docket No. 211]

Status: **This matter is going forward.**

5. Debtors' Motion for Entry of Interim and Final Orders Authorizing Debtors to Honor Certain Prepetition Obligations to Customers and to Continue Customer Programs [Docket No. 12]

Objection Deadline: January 10, 2019 at 4:00 p.m. (Prevailing Eastern Time).

Responses Filed: None

Related Documents: Interim Order Authorizing Debtors to Honor Certain Prepetition Obligations to Customers and to Continue Customer Programs [Docket No. 64]

Notice of Adjournment of Hearing on Certain First Day Motions [Docket No. 119]

Certificate of No Objection to Debtors' Motion for Entry of Interim and Final Orders Authorizing Debtors to Honor Certain Prepetition Obligations to Customers and to Continue Customer Programs [Docket No. 212]

Notice of Filing of Revised Proposed Final Order Authorizing Debtors to Honor Certain Prepetition Obligations to Customers and to Continue Customer Programs [Docket No. 225]

Status: **This matter is going forward.**

6. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Continued Use of Existing Cash-Management System, Bank Accounts, and Business Forms, and Payment of Related Prepetition Obligations, (II) Modifying Certain Deposit Requirements, and (III) Authorizing Continuance

of Intercompany Transactions and Honoring Certain Related Prepetition Obligations [Docket No. 13]

Objection Deadline: January 10, 2019 at 4:00 p.m. (Prevailing Eastern Time).

Responses Filed: None

Related Documents: Interim Order (I) Authorizing Continued Use of Existing Cash-Management System, Bank Accounts, and Business Forms, and Payment of Related Prepetition Obligations, (II) Modifying Certain Deposit Requirements, and (III) Authorizing Continuance of Intercompany Transactions and Honoring Certain Related Prepetition Obligations [Docket No. 65]

Notice of Adjournment of Hearing on Certain First Day Motions [Docket No. 119]

Certificate of No Objection to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Continued Use of Existing Cash-Management System, Bank Accounts, and Business Forms and Payment of Related Prepetition Obligations; (II) Modifying Certain Deposit Requirements; and (III) Authorizing Continuance of Intercompany Transactions and Honoring Certain Prepetition Obligations [Docket No. 213]

Status: This matter is going forward.

7. Debtors' Motion for Entry of Interim and Final Orders Establishing Notice and Hearing Procedures for Trading in, or Claims of Worthlessness With Respect to, Equity Securities in the Debtors [Docket No. 14]

Objection Deadline: January 10, 2019 at 4:00 p.m. (Prevailing Eastern Time).

Responses Filed: None

Related Documents: Interim Order Establishing Notice and Hearing Procedures for Trading in, or Claims of Worthlessness With Respect to, Equity Securities in the Debtors [Docket No. 66]

Notice of Adjournment of Hearing on Certain First
Day Motions [Docket No. 119]

Certificate of No Objection With Respect to
Debtors' Motion for Entry of Interim and Final
Orders Establishing Notice and Hearing Procedures
for Trading In, or Claims of Worthlessness With
Respect to, Equity Securities in the Debtors [Docket
No. 208]

Status: **This matter is going forward.**

8. Motion of the Official Committee of Unsecured Creditors of Synergy
Pharmaceuticals Inc. to Define Scope of, and Procedures for, Disclosure of
Information to Unsecured Creditors [Docket No. 156]

Objection Deadline: January 14, 2019 at 11:00 a.m. (Prevailing Eastern
Time).

Responses Filed: None.

Related Documents: Motion to Shorten Notice on Motion of the Official
Committee of Unsecured Creditors of Synergy
Pharmaceuticals Inc., to Define Scope of, and
Procedures for, Disclosure of Information to
Unsecured Creditors [Docket No. 157]

Order Shortening Notice on Motion of the Official
Committee of Unsecured Creditors of Synergy
Pharmaceuticals Inc. to Define Scope of, and
Procedures for, Disclosure of Information to
Unsecured Creditors [Docket No. 162]

**Certificate of No Objection with Respect to
Motion of the Official Committee of Unsecured
Creditors of Synergy Pharmaceuticals Inc. to
Define Scope of, and Procedures for, Disclosure
of Information to Unsecured Creditors [Docket
No. 230]**

Status: **This matter is going forward.**

9. Debtors' Application for Order Authorizing Employment and Retention of Skadden, Arps, Slate, Meagher & Flom LLP as Counsel to the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 122]

Objection Deadline: January 10, 2019 at 4:00 p.m. (Prevailing Eastern Time).

Responses Filed: None

Related Documents: Certificate of No Objection With Respect to Debtors' Application for Order Authorizing Employment and Retention of Skadden, Arps, Slate, Meagher & Flom LLP as Counsel to the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 218]

Status: This matter is going forward.

10. Debtors' Application for an Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor to the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 131]

Objection Deadline: January 10, 2019 at 4:00 p.m. (Prevailing Eastern Time).

Responses Filed: None

Related Documents: Certificate of No Objection to Debtors' Application for an Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor to the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 214]

Status: This matter is going forward.

11. Debtors' Application for an Order (I) Authorizing the Employment and Retention of FTI Consulting, Inc. as Financial Advisor to the Debtors Effective *Nunc Pro Tunc* to the Petition Date, (II) Approving the Terms of FTI's Employment and Retention, and (III) Granting Related Relief [Docket No. 134]

Objection Deadline: January 10, 2019 at 4:00 p.m. (Prevailing Eastern Time).

Responses Filed: None

Related Documents: Certificate of No Objection to Debtors' Application for an Order (I) Authorizing the Employment and Retention of FTI Consulting, Inc. as Financial Advisor to the Debtors Effective *Nunc Pro Tunc* to the Petition Date, (II) Approving the Terms of FTI's Employment and Retention, and (III) Granting Related Relief [Docket No. 216]

Status: **This matter is going forward.**

12. Debtors' Motion for Order Pursuant to Bankruptcy Code Sections 105(a) and 331, Bankruptcy Rule 2016, and Local Bankruptcy Rule 2016-1 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 133]

Objection Deadline: January 10, 2019 at 4:00 p.m. (Prevailing Eastern Time).

Responses Filed: None

Related Documents: Certificate of No Objection to Debtors' Motion for Order Pursuant to Bankruptcy Code Sections 105(a) and 331, Bankruptcy Rule 2016, and Local Bankruptcy Rule 2016-1 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 215]

Status: **This matter is going forward.**

13. Debtors' Motion for Entry of Order Authorizing Debtors to Employ and Pay Professionals Utilized in the Ordinary Course of Business [Docket No. 142]

Objection Deadline: January 10, 2019 at 4:00 p.m. (Prevailing Eastern Time).

Responses Filed: None

Related Documents: Certificate of No Objection to Debtors' Motion for Entry of Order Authorizing Debtors to Employ and Pay Professionals Utilized in the Ordinary Course of Business [Docket No. 217]

Status: **This matter is going forward.**

14. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 15]

Objection Deadline: January 10, 2019 at 4:00 p.m. (Prevailing Eastern Time). The Unsecured Creditors' Committee, Ad Hoc Committee of Equity Holders and the Stalking-Horse Bidder's objection deadline was extended, with consent of the Court, to January 14, 2019 at 2:00 p.m. (Prevailing Eastern Time).

Responses Filed: Objection of the Ad Hoc Committee of Equity Holders to Debtors' DIP Financing Motion [Docket No. 206]

Related Documents: Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 50]

Notice of Hearing on Second Interim Order on Debtors' Motion for Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 68]

Notice of Filing of (1) Supplemental Documents in Support of Debtors Motion for Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief; and (2) Senior Secured, Priming and Superpriority

Debtor-in-Possession Credit Agreement [Docket No. 87]

Second Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 113]

Notice of Hearing on Final Order on Debtors' Motion for Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 170]

Notice of Filing of Third Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 229]

Status:

This matter is going forward on a further interim basis.

III. CONTESTED MATTER

1. Debtors' Application for Entry of an Order (I) Authorizing the Employment and Retention of Centerview Partners LLC as Investment Banker and Financial Advisor to the Debtors Effective *Nunc Pro Tunc* to the Petition Date, (II) Approving the Terms of the Centerview Engagement Letter, (II) Waiving Certain Time-Keeping Requirements, and (IV) Granting Related Relief [Docket No. 135]

Objection Deadline:

January 10, 2019 at 4:00 p.m. (Prevailing Eastern Time). The Unsecured Creditors Committee's objection deadline was extended, with consent of

the Court, to January 14, 2019 at 2:00 p.m.
(Prevailing Eastern Time).

Responses Filed:

Objection of the United States Trustee to Debtors' Application for Order (I) Authorizing the Employment and Retention of Centerview Partners LLC as Investment Banker and Financial Advisor to the Debtors Effective *Nunc Pro Tunc* to the Petition Date, (II) Approving the Terms of the Centerview Engagement Letter, (III) Waiving Certain Time-Keeping Requirements, and (IV) Granting Related Relief [Docket No. 194]

Related Documents:

None

Reply Deadline:

Pursuant to the Case Management Order, the Debtors' Reply to Objections is due on January 16, 2019 at 12:00 p.m. (Prevailing Eastern Time).

Replies:

Reply in Support of Debtors' Application for Entry of an Order (I) Authorizing the Employment and Retention of Centerview Partners LLC as Investment Banker and Financial Advisor to the Debtors Effective *Nunc Pro Tunc* to the Petition Date, (II) Approving the Terms of the Centerview Engagement Letter, (III) Waiving Certain Time-Keeping Requirements, and (IV) Granting Related Relief [Docket No. 231]

Status:

This matter is going forward.

Dated: New York, New York
January 16, 2019

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Lisa Laukitis

Lisa Laukitis
Christine A. Okike
Four Times Square
New York, New York 10036-6522
Telephone: (212) 735-3000
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Ron E. Meisler (admitted *pro hac vice*)
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